

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

June 19, 1997

RECORDATION NO. 20727 FILED

JUN 25 '97 9-17 AM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
JUN 25 9 17 AM '97

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of April 1, 1996, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Railtex Service Company, Inc.  
4040 Broadway, Suite 200  
San Antonio, TX 78209

A description of the railroad equipment covered by the enclosed document is:

One hundred fifty (150) 100-ton 5,250 cubic-foot capacity covered hopper railcars with trough hatches, gravity outlet gates and 286,000 pound gross rail load capacity marked and numbered ISRR 8700 through ISRR 8749, inclusive and ISRR 9000 through 9099, inclusive; and

Two hundred (200) 100-ton gondola railcars marked and numbered CBNS 1301 through CBNS 1500, inclusive.

Mr. Vernon A. Williams

June 19, 1997

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Also enclosed is a payment of \$24 payable to the order of the Surface Transportation Board covering the required recordation fee.

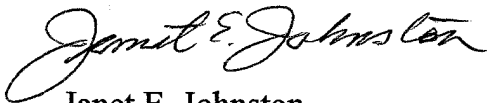
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of April 1, 1996, between Greenbrier Leasing Corporation, Lessor, and Railtex Service Company, Inc., Lessee, covering one hundred fifty (150) 100-ton 5,250 cubic-foot capacity covered hopper railcars with trough hatches, gravity outlet gates and 286,000 pound gross rail load capacity marked and numbered ISRR 8700 through ISRR 8749, inclusive and ISRR 9000 through 9099, inclusive; and

Two hundred (200) 100-ton gondola railcars marked and numbered CBNS 1301 through CBNS 1500, inclusive.

Sincerely,



Janet E. Johnston  
Assistant to the  
Executive Vice President

jej  
Enclosure

cc: Robert W. Alvord, Esq.

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

RAILTEX SERVICE COMPANY, INC. ("LESSEE")

APRIL 1, 1996

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Memorandum of a Lease Agreement made and entered into as of April 1, 1996 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") RailTex Service Company, Inc. a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred fifty (150) 100-ton 5,250 cubic-foot capacity covered hopper railcars with trough hatches, gravity outlet gates and 286,000 pound gross rail load capacity marked and numbered ISRR 8700 through ISRR 8749 and ISRR 9000 through 9099.
2. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred (200) 100-ton gondola railcars marked and numbered CBNS 1301 through CBNS 1500, inclusive.
3. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Worries M. Webb, E.V.P.

RAILTEX SERVICE COMPANY, INC.

By: Amelia Davis

STATE OF OREGON

)

) ss.

COUNTY OF CLACKAMAS

)

On this 18<sup>th</sup> day of June, 1997, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF Texas

)

) ss.

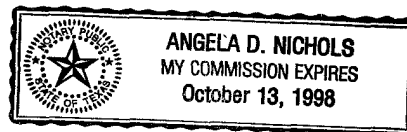
COUNTY OF Bexar

)

On this 16<sup>th</sup> day of June, 1997, before me personally appeared Laura D. Davies, to me personally known, who being by me duly sworn, says that he is the VP + CFO of RAILTEX SERVICE COMPANY, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Angela D. Nichols  
NOTARY PUBLIC

My commission expires:



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